

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	Chapter 11
EARTH FARE, INC., <i>et al.</i> , ¹	Case No. 20-10256 (KBO)
	(Jointly Administered)
Debtors.	
	Objection Deadline: August 5, 2020 at 4:00 p.m. (ET)

**SUMMARY OF FIFTH MONTHLY APPLICATION OF YOUNG CONAWAY
STARGATT & TAYLOR, LLP AS COUNSEL TO THE DEBTORS AND
DEBTORS IN POSSESSION FOR ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD FROM
JUNE 1, 2020 THROUGH AND INCLUDING JUNE 30, 2020**

Name of Applicant: Young Conaway Stargatt & Taylor, LLP

Authorized to Provide Professional Services to: Debtors and Debtors in Possession

Date of Retention: February 4, 2020 (order entered February 26, 2020)

Period for which compensation and reimbursement is sought: June 1, 2020 through June 30, 2020

Amount of Interim Compensation sought as actual, reasonable and necessary: \$26,116.00

Amount of Interim Expense Reimbursement sought as actual, reasonable and necessary: \$136.26

This is an: interim final application

This monthly application includes 2.60 hours with a value of \$1,019.00 incurred in connection with the preparation of Fee Applications.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Earth Fare, Inc. (3936) and EF Investment Holdings, Inc. (8084). The mailing address for each of the Debtors is 220 Continuum Drive, Fletcher, North Carolina 28732.
26777570.1

Prior applications:

Date Filed / Docket No.	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
3/13/20 D.I. 259	2/4/20 – 2/29/20	361,838.00	2,500.72	Pending	Pending
4/17/20 D.I. 352	3/1/20-3/31/20	301,912.50	2,039.90	Pending	Pending
6/3/20 D.I. 398	4/1/20-4/30/20	81,053.50	205.08	Pending	Pending
7/1/20 D.I. 414	51/20-5/31/20	35,094.50	14.50	Pending	Pending

INTERIM COMPENSATION BY INDIVIDUAL

Name of Professional Person	Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (\$) (including changes)	Total Billed Hours	Total Compensation (\$)
Sean T. Greecher	Partner since 2014. Joined firm as an associate in 2003. Member of DE Bar since 2004.	715.00	18.30	13,084.50
Shane M. Reil	Joined firm as an associate in 2015. Member of DE Bar since 2015.	525.00	5.30	2,782.50
Allison S. Mielke	Joined firm as an associate in 2017. Member of DE Bar since 2013.	490.00	1.60	784.00
Malak Doss	Joined firm as an associate in 2019.	375.00	17.90	6,712.50
Brenda Walters	Paralegal	305.00	5.90	1,799.50
Michael Girello	Paralegal	305.00	0.90	274.50
Melissa Romano	Paralegal	295.00	2.30	678.50
Grand Total:			52.20	26,116.00
Blended Rate:		500.00		

INTERIM COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees (\$)
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Cash Collateral/DIP Financing (B003)	1.20	858.00
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TOTAL	52.20	26,116.00

INTERIM EXPENSE SUMMARY

Expenses Category	Total Expenses (\$)
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DEBTORS IN POSSESSION FOR ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD FROM
JUNE 1, 2020 THROUGH AND INCLUDING JUNE 30, 2020**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), and Rule 2016 of the Federal Rules of Bankruptcy Procedure, and in accordance with that certain *Order Authorizing the Retention and Employment of Young Conaway Stargatt & Taylor, LLP as Counsel for the Debtors, Nunc Pro Tunc to the Petition Date* [Docket No. 223] (the “Retention Order”) and that certain *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* [Docket No. 222] (the “Interim Compensation Order”), the law firm of Young Conaway Stargatt & Taylor, LLP (“Young Conaway”) hereby applies (the “Application”) to the United States Bankruptcy Court for the District of Delaware (the “Court”) for reasonable compensation for professional legal services rendered as counsel to Earth Fare, Inc. (“Earth Fare”) and EF Investment Holdings, Inc. (each a “Debtor” and, collectively, the “Debtors”) in the amount of \$26,116.00, together with reimbursement for actual and necessary expenses incurred in the amount of \$136.26, for the interim period June 1, 2020 through and including June 30, 2020 (the

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Earth Fare, Inc. (3936) and EF Investment Holdings, Inc. (8084). The mailing address for each of the Debtors is 220 Continuum Drive, Fletcher, North Carolina 28732.

“**Interim Fee Period**”). In support of this Application, Young Conaway respectfully represents as follows:

BACKGROUND

1. On February 4, 2020 (the “**Petition Date**”), each of the Debtors filed a voluntary petition with the Court under chapter 11 of the Bankruptcy Code.

2. Pursuant to the Retention Order, Young Conaway was retained to represent the Debtors as bankruptcy counsel in connection with these chapter 11 cases, effective as of the Petition Date. The Retention Order authorizes Young Conaway to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

3. All services for which compensation is requested herein by Young Conaway were performed for or on behalf of the Debtors.

SUMMARY OF SERVICES RENDERED

4. Attached hereto as Exhibit A is a detailed statement of fees incurred during the Interim Fee Period, showing the amount of \$26,116.00 due for fees.

5. The services rendered by Young Conaway during the Interim Fee Period are grouped into the categories set forth in Exhibit A. The attorneys and paralegals who rendered services relating to each category are identified, along with the number of hours for each individual and the total compensation sought for each category, in the attachments hereto.

DISBURSEMENTS

6. Exhibit B attached hereto is a detailed statement of expenses paid by Young Conaway during the Interim Fee Period, showing the amount of \$136.26 for reimbursement of expenses. This out-of-pocket disbursement sum is broken down into categories of charges, including, among other things, telephone and telecopier toll and other

charges, mail and express mail charges, special or hand delivery charges, document processing, photocopying charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by Young Conaway to outside copying services for use in mass mailings, travel expenses, expenses for “working meals,” computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. A complete review by category of the expenses incurred for the Interim Fee Period may be found in the attachments hereto as Exhibit B.

7. Costs incurred for overtime and computer assisted research are not included in Young Conaway’s normal hourly billing rates and, therefore, are itemized and included in Young Conaway’s disbursements. Pursuant to Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), Young Conaway represents that its rate for duplication is \$.10 per page for black and white copies and \$.80 per page for color copies, its rate for outgoing telecopier transmissions is \$.25 per page (excluding related long distance transmission charges), there is no charge for incoming telecopier transmissions, and there is no surcharge for computerized research.

VALUATION OF SERVICES

8. Attorneys and paraprofessionals of Young Conaway have expended a total of 52.20 hours in connection with this matter during the Interim Fee Period.

9. The amount of time spent by each of these persons providing services to the Debtors for the Interim Fee Period is fully set forth in the detail attached hereto as Exhibit A. These are Young Conaway’s normal hourly rates of compensation for work of this character.

The reasonable value of the services rendered by Young Conaway for the Interim Fee Period as counsel for the Debtors in these cases is \$26,116.00.

10. Young Conaway believes that the time entries included in Exhibit A attached hereto and the expense breakdown set forth in Exhibit B attached hereto are in compliance with the requirements of Local Rule 2016-2.

11. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given (a) the complexity of these chapter 11 cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under chapter 11 of the Bankruptcy Code.

12. This Application covers the interim fee period from June 1, 2020 through and including June 30, 2020. Young Conaway has continued, and will continue, to perform additional necessary services for the Debtors subsequent to the Interim Fee Period, for which Young Conaway will file subsequent monthly fee applications.

[Remainder of Page Intentionally Left Blank]

CONCLUSION

WHEREFORE, Young Conaway requests that allowance be made to it in the sum of \$26,116.00 as compensation for necessary professional services rendered to the Debtors for the Interim Fee Period, and the sum of \$136.26 for reimbursement of actual necessary costs and expenses incurred during that period, and requests such other and further relief as the Court may deem just and proper.

Dated: July 16, 2020
Wilmington, Delaware

Respectfully submitted,

/s/ M. Blake Cleary

YOUNG CONAWAY STARGATT & TAYLOR, LLP
Pauline K. Morgan (No. 3650)
M. Blake Cleary (No. 3614)
Sean T. Greecher (No. 4484)
Allison Mielke (No. 5934)
Shane M. Reil (No. 6195)
Rodney Square
1000 North King Street
Wilmington, DE 19801
Telephone: (302) 571-6600
Facsimile: (302) 571-1253
EF@ycst.com

*Counsel to the Debtors and
Debtors in Possession*

VERIFICATION

I, M. Blake Cleary, declare, pursuant to 28 U.S.C. § 1746, under penalty of perjury:

1. I am a Partner in the applicant firm, Young Conaway Stargatt & Taylor, LLP (“Young Conaway”), and have been admitted to the bar of the Supreme Court of Delaware since 1997.

2. I have personally performed many of the legal services rendered by Young Conaway, as counsel to the Debtors, and am familiar with all other work performed on behalf of the lawyers and paraprofessionals at Young Conaway.

3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief.

/s/ M. Blake Cleary
M. Blake Cleary

EXHIBIT A

EXHIBIT B

PLEASE TAKE FURTHER NOTICE THAT, PURSUANT TO THE ORDER ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR PROFESSIONALS [DOCKET NO. 222], IF NO OBJECTIONS ARE FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURES, THE DEBTORS WILL BE AUTHORIZED TO PAY 80% OF THE REQUESTED FEES AND 100% OF THE REQUESTED EXPENSES WITHOUT FURTHER ORDER OF THE COURT.

PLEASE TAKE FURTHER NOTICE THAT ONLY IF AN OBJECTION IS PROPERLY AND TIMELY FILED IN ACCORDANCE WITH THE ABOVE PROCEDURES WILL A HEARING BE HELD ON THE APPLICATION.

Dated: July 16, 2020 YOUNG CONAWAY STARGATT & TAYLOR, LLP
Wilmington, Delaware

/s/ M. Blake Cleary

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M. Blake Cleary (No. 3614)
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3. All services for which compensation is requested herein by Young Conaway were performed for or on behalf of the Debtors.

SUMMARY OF SERVICES RENDERED

4. Attached hereto as Exhibit A is a detailed statement of fees incurred during the Interim Fee Period, showing the amount of \$26,116.00 due for fees.

5. The services rendered by Young Conaway during the Interim Fee Period are grouped into the categories set forth in Exhibit A. The attorneys and paralegals who rendered services relating to each category are identified, along with the number of hours for each individual and the total compensation sought for each category, in the attachments hereto.

DISBURSEMENTS

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2. I have personally performed many of the legal services rendered by Young Conaway, as counsel to the Debtors, and am familiar with all other work performed on behalf of the lawyers and paraprofessionals at Young Conaway.

3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief.

/s/ M. Blake Cleary
M. Blake Cleary